UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

UNITED STATES SECURITIES AND EXCHANGE COMMISSION,

Case No. 1:02-CV-7988-LAP

Plaintiff,

Honorable Loretta A. Preska

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Magistrate Theodore H. Katz

A.C.L.N., LTD., et al.,

Defendants.

ORDER GRANTING UNITED STATES SECURITIES AND EXCHANGE COMMISSION'S MOTION TO TRANSFER THE A.C.L.N. DISTRIBUTION FUND TO THE SEC, COMBINE FUNDS, AND AUTHORIZE THE SEC TO HOLD ALL FUNDS AND FUTURE PAYMENTS PENDING DISTRIBUTION

The Court, having considered Plaintiff's Motion Motion to Transfer the A.C.L.N.

Distribution Fund to the SEC, Combine Funds, and Authorize the SEC to Hold All Funds and Future Payments Pending Distribution (the "Motion") and the Memorandum of Law in Support thereof, and for good cause shown, the Court grants the Motion. The balance of the A.C.L.N.

Distribution Fund shall be transferred to the SEC and combined with funds received from the Luxembourg Ministry of Justice in partial satisfaction of the SEC's claim against Defendant Pearlrose Holdings International, S.A. The SEC is hereby authorized to hold all combined funds and future payments pending distribution to harmed investors. The A.C.L.N. Distribution Fund

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will remain under the Court's jurisdiction and will be distributed pursuant to the Distribution Plan (Dkt. No. 62). All future distributions will be made pursuant to an order of this Court. **SO ORDERED.**

Dated:

New York, New York

LORETTA A. PRESKA

UNITED STATES DISTRICT JUDGE